1305590

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB (6-02)control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response 1

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and in the change.)

Physicians's Hospital, LLC Membership Interests

Filing Under (Check box(es) that apply):

[ ] Rule 504 [X] Rule 505 [ ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ x] New Filing [ ] Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indiciate change.)

Physicians' Hospital, LLC

Address of Executive Offices (Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

10300 NE Hancock Street, Portland, OR 97220

(503) 257-5678

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

Acute Care Community Hospital

Brief Description of Business

Form D

Type of Business Organization		
[ ] corporation	] limited partnership, already formed	🕱 ] other (please specify):
[ ] business trust	] limited partnership, to be formed	Limited liability company
	Month Year	
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	oration or Organization: [6] [6] [0]4] anization: (Enter two-letter U.S. Postal Second CN for Canada; FN for other foreign	
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#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general a	and managing partner of partner	rship issuers.		
Check Box(es) that Apply:	[ <b>X</b> Promoter [X] Beneficial Owner	[ ] Executive Officer	Manager [X] Rivertor [	General and/or Managing Partner
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Full Name (Last name	e first, if individual)	y y y y y y gant from a blobber only y by gry y fant hen on mel y Arygyyy y blobs a glynnow d	generating a colo frield model de accompté de la filie frait de colonie model mais a colonie de la colonie de c La colonie de la colonie d	HALIOLOGIA MARIA MARIANTANIA MARIANTANIA MARIANTANIA MARIANTANIA MARIANTANIA MARIANTANIA MARIANTANIA MARIANTANIA
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Aggregate

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who	
have purchased securities in this offering and the aggregate dollar	
amounts of their purchases. For offerings under Rule 504, indicate th	
number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer	
"none" or "zero."	

	Number Investors	Dollar Amount of Purchases
Accredited Investors	-0-	\$ -0-
Non-accredited Investors	-0-	\$ <u>-</u> 0-
Total (for filings under Rule 504 only)	0-	\$ -O-
Answer also in Appendix, Column 4, if filing under ULOE.		<del></del>

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[ ]\$
Printing and Engraving Costs	[ ]\$
Legal Fees	[]\$30,000
Accounting Fees	[]\$ 5,000
Engineering Fees	[ ]\$
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify)	[]\$35,000
Total	[]\$4,165,000

- b. Enter the difference between the aggregate offering price given in response to Part C
  Question 1 and total expenses furnished in response to Part C Question 4.a. This
  difference is the "adjusted gross proceeds to the issuer."
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

Payments to

		Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		[] \$	\$ <b>2,081,000</b>
Purchase of real estate		[ ] \$	[] \$ <b>-0-</b>
Purchase, rental or leasing and installation of mach and equipment		[]	[] \$ 22,000
Construction or leasing of plant buildings and facilit	ies	[ ] \$	[] \$ 143,000
Acquisition of other businesses (including the value securities involved in this offering that may be used exchange for the assets or securities of another is: pursuant to a merger)	d in suer	[]	[] \$ <u>-0-</u>
Repayment of indebtedness		[ ] \$	[] \$ 439,000
Working capital		[]	[] \$ <u>1,480,00</u> 0
Other (specify):	·	[] \$	[ ] \$
·		[]	[]
Column Totals	<del></del>	[] \$	[] \$1,465,000
Total Payments Listed (column totals added)		[]\$1,4	65,000
D. FEDERAL	_ SIGNATURE		
The issuer has duly caused this notice to be signed by the filed under Rule 505, the following signature constitutes Securities and Exchange Commission, upon written requany non-accredited investor pursuant to paragraph (b)(2)	an undertaking by the issu uest of its staff, the informa	ier to furnish	to the U.S.
Issuer (Print or Type)	Signatura	Date	· · · · · · · · · · · · · · · · · · ·
Physicians Hospital, LC	Signature	9/	27/04
Name of Signer (Print or Type)  Kerry A. O'Leary	Title of Signer (Print or Ty	pe)	
ATTE	NTION		
Intentional misstatements or omissions of fac	ct constitute federal crim . 1001.)	inal violatio	ns. (See 18

# E. STATE SIGNATURE

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Form	

Page	8	of	10
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Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?  ———————————————————————————————————	Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Physicians Hospital, LLC	Signature Date, 9/27/04
Name of Signer (Print or Type)	Title (Print or Type)
Kerry A. O'Leary	CEO

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	2		3	4				5 Disqualification	
	Intend to non-action investors (Part B-I	credited in State		1	Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	25		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount:	Yes	No
AL									
AK									

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